

N000000005343

DONALD S. GOLDRICH, P. A.
ATTORNEY AT LAW
3200 N.E. 14TH STREET
POMPANO BEACH, FLORIDA 33062
(954) 782-8830
FAX: (954) 782-0720

FILED
00 SEP 12 AM 8:21
TALLAHASSEE, FLORIDA
STATE

Also Admitted in New York

000003390270--1
-09/12/00--01072--003
*****35.00 *****35.00

September 5, 2000

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment of Articles of Incorporation of HELPLINE USA, INC.

Dear Secretary of State:

Enclosed find original and a copy of the Amendment of the Articles of Incorporation of my client,
HELPLINE USA, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which
represents the statutory filing fee.

Your assistance is appreciated.

Very truly yours,



Donald S. Goldrich

Enclosures

Amend
9-21-00
PMS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HELPLINE USA, INC.**

FILED
00 SEP 12 AM 8:21
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: Article Number 2, the purposes clause is hereby changed
Article Number 3, limitation clause is added as new Article 3.
Article Number 4, assets on dissolution is added.
Article 5 rennumbers Article 3.
Article 6 rennumbers Article 4.
Article 7 rennumbers Article 5.
Article 8 rennumbers Article 6.
Article 9 rennumbers Article 7.
Article 10 rennumbers Article 9.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption is September 5, 2000.

FOURTH: Adoption of Amendment:

- _____ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.
- X The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- _____ The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- _____ The amendment was approved by the shareholders through voting groups.

The number of votes cast for the amendment was sufficient for approval by

(voting group)

Signed this 5th day of September, 2000.

BY: 
Dewey Swain-President and Director

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HELPLINE USA, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE ONE

The name of the corporation is THE HELPLINE USA, INC.
The principal address of the corporation is: 2716 Vandiver Drive, #14B, West Palm Beach,
Florida 33409. _

ARTICLE TWO

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to corporations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

ARTICLE THREE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any part of campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on(a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE FOUR

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE FIVE

The method for election or appointment of directors will be stated in the bylaws.

ARTICLE SIX

The street address of its initial registered office is 3200 N.E. 14th Street, Pompano Beach, Florida 33062, and the name of its initial registered agent is DONALD S. GOLDRICH.

I hereby am familiar with, and accept the duties and responsibilities as registered agent for said corporation.


DONALD S. GOLDRICH

ARTICLE SEVEN

The number of directors constituting the initial board of directors are three (3), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
DEWEY SWAIN, P/S/D	2716 Vandiver Drive, #14B, West Palm Beach, Fl. 33409
RAYMOND MELVIN, Dir.	335 Silver Moss Ln. Tarpon Springs, Fl. 34689
JIM EMMA, Dir.	66 Boyden Ave., Maplewood, New Jersey 07040

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
DONALD S. GOLDRICH	3200 N.E. 14 th Street, Pompano Beach, Fl. 33062


(signed)


Incorporator-DONALD S. GOLDRICH

ARTICLE TEN

The powers of the incorporators cease upon filing the Articles of Incorporation

Executed on September 5, 2000 by


DEWEY SWAIN, President and Secretary